

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

July 27, 1992

2-216A036

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

17907
RECORDATION NO. FILED 1425

AUG 3 1992 - 2 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of June 16, 1992 a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: CSX Transportation, Inc.
100 North Charles Street
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed document is:

Forty (40) 60'9", 70-ton, 9'6" inside width, 12'9-1/2" inside height
autoparts boxcars bearing marks and numbers CSXT 173292 through
CSXT 173331, inclusive.

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

AUG 3 2 49 PM '92
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.

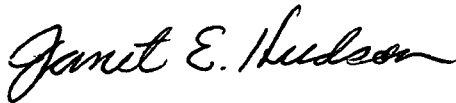
July 27, 1992

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Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of June 16, 1992 between Greenbrier Railcar, Inc., Lessor, and CSX Transportation, Inc., Lessee, covering forty (40) 60'9", 70-ton, 9'6" inside width, 12'9-1/2" inside height autoparts boxcars bearing marks and numbers CSXT 173292 through CSXT 173331, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER RAILCAR, INC. ("LESSOR")
AND
CSX TRANSPORTATION, INC. ("LESSEE")

JUNE 16, 1992

Memorandum of a Lease Agreement made and entered into as of June 16, 1992 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and CSX Transportation, Inc., a Virginia corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty (40) 60'9", 70-ton, 9'6" inside width, 12'9-1/2" inside height autoparts boxcars bearing marks and numbers CSXT 173292 through CSXT 173331, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, V.P.

CSX TRANSPORTATION, INC.

By: W. H. Cosgrove

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 24th day of July, 1992, before me personally appeared Norriss M. Webb to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF FLORIDA

COUNTY OF DUVAL

)
) ss.
)

On this 8th day of July, 1992, before me personally appeared W. H. Cosgrove, to me personally known, who being by me duly sworn, says that he is the VP Service Equipment of CSX TRANSPORTATION, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Heleen U. Phillips
NOTARY PUBLIC

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: March 31, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS,

LAL062622.CSX